

# **EXHIBIT 1**

MASSACHUSETTS INVESTORS GROWTH STOCK FUND  
MASSACHUSETTS INVESTORS TRUST  
MFS AGGRESSIVE GROWTH ALLOCATION FUND  
MFS CONSERVATIVE ALLOCATION FUND  
MFS CORE EQUITY FUND  
MFS CORE GROWTH FUND  
MFS EMERGING GROWTH FUND  
MFS EMERGING MARKETS EQUITY FUND  
MFS GLOBAL EQUITY FUND  
MFS GLOBAL GROWTH FUND  
MFS GLOBAL TOTAL RETURN FUND  
MFS GROWTH ALLOCATION FUND  
MFS INTERNATIONAL DIVERSIFICATION FUND  
MFS INTERNATIONAL GROWTH FUND  
MFS INTERNATIONAL NEW DISCOVERY FUND  
MFS INTERNATIONAL VALUE FUND  
MFS MID CAP GROWTH FUND  
MFS MID CAP VALUE FUND  
MFS MODERATE ALLOCATION FUND  
MFS NEW DISCOVERY FUND  
MFS NEW ENDEAVOR FUND  
MFS RESEARCH FUND  
MFS RESEARCH INTERNATIONAL FUND  
MFS SECTOR ROTATIONAL FUND  
MFS STRATEGIC VALUE FUND  
MFS TECHNOLOGY FUND  
MFS TOTAL RETURN FUND  
MFS UNION STANDARD EQUITY FUND  
MFS UTILITIES FUND  
MFS VALUE FUND

## **EXHIBIT 2**

## EXPENSE SUMMARY

### Expense Table

This table describes the fees and expenses that you may pay when you buy, redeem, and hold shares of the fund. The annual fund operating expenses are based on expenses incurred during the fund's most recently completed fiscal year, adjusted to reflect annualized expenses and current fee arrangements. The fund's annual operating expenses may vary in future years.

#### Shareholder Fees (fees paid directly from your investment):

Share Class	A	B	C	I	All R
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price) .....	5.75%	N/A	N/A	N/A	N/A
Maximum Deferred Sales Charge (Load) (as a percentage of original purchase price or redemption proceeds, whichever is less) .....	See Below <sup>(#)</sup>	4.00%	1.00%	N/A	N/A

#### Annual Fund Operating Expenses (expenses that are deducted from fund assets):

Share Class	A	B	C	I
Management Fee .....	0.59%	0.59%	0.59%	0.59%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup> .....	0.35%	1.00%	1.00%	N/A
Other Expenses <sup>(2)</sup> .....	<u>0.31%</u>	<u>0.31%</u>	<u>0.31%</u>	<u>0.31%</u>
Total Annual Fund Operating Expenses <sup>(2)</sup> .....	1.25%	1.90%	1.90%	0.90%
Fee Reductions <sup>(3)</sup> .....	<u>(0.04)%</u>	<u>(0.04)%</u>	<u>(0.04)%</u>	<u>(0.04)%</u>
Net Expenses <sup>(2)</sup> .....	1.21%	1.86%	1.86%	0.86%

Share Class	R	R1	R2
Management Fee .....	0.59%	0.59%	0.59%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup> .....	0.50%	0.75%	0.50%
Other Expenses <sup>(2)</sup> .....	<u>0.31%</u>	<u>0.66%</u>	<u>0.31%</u>
Total Annual Fund Operating Expenses <sup>(2)</sup> .....	1.40%	2.00%	1.40%
Fee Reductions <sup>(3)</sup> .....	<u>(0.04)%</u>	<u>(0.04)%</u>	<u>(0.04)%</u>
Net Expenses <sup>(2)</sup> .....	1.36%	1.96%	1.36%

Share Class	R3	R4	R5
Management Fee .....	0.59%	0.59%	0.59%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup> .....	0.50%	0.25%	N/A
Other Expenses <sup>(2)</sup> .....	<u>0.31%</u>	<u>0.31%</u>	<u>0.31%</u>
Total Annual Fund Operating Expenses <sup>(2)</sup> .....	1.40%	1.15%	0.90%
Fee Reductions <sup>(3)</sup> .....	<u>(0.04)%</u>	<u>(0.04)%</u>	<u>(0.04)%</u>
Net Expenses <sup>(2)</sup> .....	1.36%	1.11%	0.86%

# A contingent deferred sales charge (referred to as a CDSC) of 1% may be deducted from your redemption proceeds if you buy \$1 million or more of Class A shares or if you are investing through a retirement plan and your Class A purchase meets certain requirements and you redeem your investment within 12 months of your purchase.

(1) The fund's Rule 12b-1 plan permits it to pay distribution and/or service fees to support the sale and distribution of the fund's Class A, Class B, Class C, Class R, Class R1, Class R2, Class R3, and Class R4 shares and the

- services provided by financial intermediaries. The maximum rates that may be charged under the plan, together with details of any fee reduction arrangements, are set forth under "Distribution and Service Fees."
- (2) The fund has entered into an expense offset arrangement that reduces the fund's custodian fee based upon the amount of cash maintained by the fund with its custodian. Such fee reduction is not reflected in the table. Had this fee reduction been taken into account, "Net Expenses" would be lower. For Class R1 shares only, "Other Expenses" also include an annual retirement plan administration and services fee equal to 0.35% paid by the fund from assets attributable to Class R1 shares to MFS for the provision by MFS, either directly or through other affiliated and/or unaffiliated entities, of various administrative, recordkeeping and communication/educational services.
  - (3) MFS has agreed in writing to bear the fund's expenses such that "Total Annual Fund Operating Expenses," determined without giving effect to the expense offset arrangement described above, do not exceed 1.21% annually for Class A shares, 1.86% annually for each of Class B and Class C shares, 0.86% annually for Class I shares, 1.36% annually for each of Class R, Class R2, and Class R3 shares, 1.96% annually for Class R1 shares, 1.11% annually for Class R4 shares, and 0.86% annually for Class R5 shares. This written agreement excludes interest, taxes, extraordinary expenses, brokerage and transaction costs, and investment-related expenses, and will continue until at least February 28, 2009.

### Example of Expenses

These examples are intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds.

The examples assume that:

- You invest \$10,000 in the fund for the time periods indicated and you redeem your shares at the end of the time periods (unless otherwise indicated);
- Your investment has a 5% return each year and dividends and other distributions are reinvested; and
- The fund's operating expenses remain the same, except that the fund's total operating expenses are assumed to take into account any written fee reductions for the period during which any written fee reductions are in effect (see "Expense Summary – Expense Table" above).

Although your actual costs may be higher or lower, under these assumptions your costs would be:

<b>Share Class</b>	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
<b>A</b> shares	\$691	\$945	\$1,218	\$1,996
<b>B</b> shares <sup>(1)</sup>				
Assuming Redemption at End of Period	\$589	\$893	\$1,223	\$2,050
Assuming No Redemption	\$189	\$593	\$1,023	\$2,050
<b>C</b> shares				
Assuming Redemption at End of Period	\$289	\$593	\$1,023	\$2,219
Assuming No Redemption	\$189	\$593	\$1,023	\$2,219
<b>I</b> shares	\$88	\$283	\$495	\$1,104
<b>R</b> shares	\$138	\$439	\$762	\$1,676
<b>R1</b> shares	\$199	\$624	\$1,074	\$2,324
<b>R2</b> shares	\$138	\$439	\$762	\$1,676
<b>R3</b> shares	\$138	\$439	\$762	\$1,676
<b>R4</b> shares	\$113	\$361	\$629	\$1,394
<b>R5</b> shares	\$88	\$283	\$495	\$1,104

(1) Class B shares convert to Class A shares approximately eight years after purchase; therefore, years nine and ten reflect Class A expenses.

# **EXHIBIT 3**

**Implied Account Values and Expenses for Classes A, B, and C Shares of the  
MFS Core Equity Fund Pursuant to the January 1, 2008 Prospectus**

<b>End of Year</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10*</b>
<b>Best Share, Redeemed</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>B/C</b>	<b>B/C</b>	<b>B</b>	<b>B</b>
<b>Worst Share</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>C</b>
<b>Class A</b>										
<b>Account Value, Held or Redeemed</b>	<b>\$9,777</b>	<b>\$10,143</b>	<b>\$10,522</b>	<b>\$10,915</b>	<b>\$11,323</b>	<b>\$11,746</b>	<b>\$12,185</b>	<b>\$12,640</b>	<b>\$13,113</b>	<b>\$13,603</b>
<b>Total Expense</b>	<b>\$691</b>	<b>\$812</b>	<b>\$937</b>	<b>\$1,066</b>	<b>\$1,201</b>	<b>\$1,340</b>	<b>\$1,485</b>	<b>\$1,635</b>	<b>\$1,791</b>	<b>\$1,953</b>
<b>Class B</b>										
<b>Account Value, Held</b>	<b>\$10,307</b>	<b>\$10,622</b>	<b>\$10,948</b>	<b>\$11,284</b>	<b>\$11,629</b>	<b>\$11,986</b>	<b>\$12,353</b>	<b>\$12,732</b>	<b>\$13,208</b>	<b>\$13,701</b>
<b>Total Expense, Held</b>	<b>\$189</b>	<b>\$383</b>	<b>\$584</b>	<b>\$791</b>	<b>\$1,004</b>	<b>\$1,224</b>	<b>\$1,450</b>	<b>\$1,683</b>	<b>\$1,840</b>	<b>\$2,003</b>
<b>Value, Redeemed</b>	<b>\$9,907</b>	<b>\$10,222</b>	<b>\$10,648</b>	<b>\$10,984</b>	<b>\$11,429</b>	<b>\$11,886</b>	<b>\$12,353</b>	<b>\$12,732</b>	<b>\$13,208</b>	<b>\$13,701</b>
<b>Expense, Redeemed</b>	<b>\$589</b>	<b>\$783</b>	<b>\$884</b>	<b>\$1,091</b>	<b>\$1,204</b>	<b>\$1,324</b>	<b>\$1,450</b>	<b>\$1,683</b>	<b>\$1,840</b>	<b>\$2,003</b>
<b>Class C</b>										
<b>Account Value, Held</b>	<b>\$10,307</b>	<b>\$10,622</b>	<b>\$10,948</b>	<b>\$11,284</b>	<b>\$11,629</b>	<b>\$11,986</b>	<b>\$12,353</b>	<b>\$12,732</b>	<b>\$13,122</b>	<b>\$13,524</b>
<b>Total Expense, Held</b>	<b>\$189</b>	<b>\$383</b>	<b>\$584</b>	<b>\$791</b>	<b>\$1,004</b>	<b>\$1,224</b>	<b>\$1,450</b>	<b>\$1,683</b>	<b>\$1,924</b>	<b>\$2,171</b>
<b>Value, Redeemed</b>	<b>\$10,207</b>	<b>\$10,622</b>	<b>\$10,948</b>	<b>\$11,284</b>	<b>\$11,629</b>	<b>\$11,986</b>	<b>\$12,353</b>	<b>\$12,732</b>	<b>\$13,122</b>	<b>\$13,524</b>
<b>Expense, Redeemed</b>	<b>\$289</b>	<b>\$383</b>	<b>\$584</b>	<b>\$791</b>	<b>\$1,004</b>	<b>\$1,224</b>	<b>\$1,450</b>	<b>\$1,683</b>	<b>\$1,924</b>	<b>\$2,171</b>

\* Even if this chart were extended past ten years, in terms of highest account value, class A shares would never represent the Best Share for any holding period for trades under \$50,000.



# **EXHIBIT 4**

**Implied Account Values and Expenses for Classes A, B, and C Shares of the  
MFS Capital Opportunities Fund Pursuant to the April 1, 2003 Prospectus**

<b>End of Year</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10*</b>
<b>Best Share, Redeemed</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>B/C</b>	<b>B/C</b>	<b>B</b>	<b>B</b>
<b>Worst Share</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>C</b>
<b>Class A</b>										
<b>Account Value, Held or Redeemed</b>	<b>\$9,741</b>	<b>\$10,068</b>	<b>\$10,406</b>	<b>\$10,755</b>	<b>\$11,115</b>	<b>\$11,488</b>	<b>\$11,873</b>	<b>\$12,272</b>	<b>\$12,683</b>	<b>\$13,109</b>
<b>Total Expense</b>	<b>\$726</b>	<b>\$883</b>	<b>\$1,045</b>	<b>\$1,212</b>	<b>\$1,385</b>	<b>\$1,563</b>	<b>\$1,748</b>	<b>\$1,938</b>	<b>\$2,135</b>	<b>\$2,339</b>
<b>Class B</b>										
<b>Account Value, Held</b>	<b>\$10,268</b>	<b>\$10,544</b>	<b>\$10,827</b>	<b>\$11,118</b>	<b>\$11,416</b>	<b>\$11,723</b>	<b>\$12,037</b>	<b>\$12,361</b>	<b>\$12,775</b>	<b>\$13,204</b>
<b>Total Expense, Held</b>	<b>\$226</b>	<b>\$458</b>	<b>\$696</b>	<b>\$941</b>	<b>\$1,192</b>	<b>\$1,450</b>	<b>\$1,715</b>	<b>\$1,987</b>	<b>\$2,186</b>	<b>\$2,391</b>
<b>Value, Redeemed</b>	<b>\$9,868</b>	<b>\$10,144</b>	<b>\$10,527</b>	<b>\$10,818</b>	<b>\$11,216</b>	<b>\$11,623</b>	<b>\$12,037</b>	<b>\$12,361</b>	<b>\$12,775</b>	<b>\$13,204</b>
<b>Expense, Redeemed</b>	<b>\$626</b>	<b>\$858</b>	<b>\$996</b>	<b>\$1,241</b>	<b>\$1,392</b>	<b>\$1,550</b>	<b>\$1,715</b>	<b>\$1,987</b>	<b>\$2,186</b>	<b>\$2,391</b>
<b>Class C</b>										
<b>Account Value, Held</b>	<b>\$10,268</b>	<b>\$10,544</b>	<b>\$10,827</b>	<b>\$11,118</b>	<b>\$11,416</b>	<b>\$11,723</b>	<b>\$12,037</b>	<b>\$12,361</b>	<b>\$12,692</b>	<b>\$13,033</b>
<b>Total Expense, Held</b>	<b>\$226</b>	<b>\$458</b>	<b>\$696</b>	<b>\$941</b>	<b>\$1,192</b>	<b>\$1,450</b>	<b>\$1,715</b>	<b>\$1,987</b>	<b>\$2,267</b>	<b>\$2,553</b>
<b>Value, Redeemed</b>	<b>\$10,168</b>	<b>\$10,544</b>	<b>\$10,827</b>	<b>\$11,118</b>	<b>\$11,416</b>	<b>\$11,723</b>	<b>\$12,037</b>	<b>\$12,361</b>	<b>\$12,692</b>	<b>\$13,033</b>
<b>Expense, Redeemed</b>	<b>\$326</b>	<b>\$458</b>	<b>\$696</b>	<b>\$941</b>	<b>\$1,192</b>	<b>\$1,450</b>	<b>\$1,715</b>	<b>\$1,987</b>	<b>\$2,267</b>	<b>\$2,553</b>

\* Even if this chart were extended past ten years, in terms of highest account value, class A shares would never represent the Best Share for any holding period for trades under \$50,000.

# **EXHIBIT 5**

## FEES AND EXPENSES OF THE FUNDS

### WHY ARE FUND FEES AND EXPENSES IMPORTANT?

Fees and expenses reduce the investment performance of a Fund. The information provided below is intended to help you understand what these fees and expenses are and provide examples of the dollar amount of these costs to help you make comparisons with other funds. Some of these fees are paid directly by you at the time of investment (for example, a front-end sales charge) or, under certain circumstances, at the time you redeem or sell your shares back to the Fund. You pay other fees and expenses indirectly because they are deducted from a Fund's assets and reduce the value of your shares. These fees include management fees, distribution (Rule 12b-1) fees, and operating expenses.

### SHAREHOLDER FEES (fees paid directly from your investment)

	Class A Shares	Class B Shares	Class C Shares	Advisor Class Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	4.25%(a)	None	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None(a)	4.00%* (a)	1.00%** (a)	None
Exchange Fee	None	None	None	None

(a) Class A sales charges may be reduced or eliminated in certain circumstances, typically for large purchases. In some cases, however, a 1%, 1-year contingent deferred sales charge, or CDSC, may apply. CDSCs for Class A, B and C shares may also be subject to waiver in certain circumstances. See "Investing in the Funds—CDSC Waivers and Other Programs" in this Prospectus and "Purchase of Shares" in the Statement of Additional Information or SAI.

\* Class B shares automatically convert to Class A shares after eight years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the fourth year.

\*\* For Class C shares the CDSC is 0% after the first year.

### ANNUAL FUND OPERATING EXPENSES (expenses that are deducted from Fund assets) and EXAMPLES

The Examples are intended to help you compare the cost of investing in the Funds with the cost of investing in other funds. They assume that you invest \$10,000 in a Fund for the time periods indicated and then redeem all of your shares at the end of those periods. They also assume that your investment has a 5% return each year, that the Fund's operating expenses stay the same and that all dividends and distributions are reinvested. Although your actual costs may be higher or lower, based on these assumptions your costs as reflected in the Examples would be:

Operating Expenses					Examples						
AllianceBernstein Growth Fund	Class A	Class B	Class C	Advisor Class		Class A	Class B+	Class B++	Class C+	Class C++	Advisor Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 567	\$ 625	\$ 225	\$ 321	\$ 221	\$ 118
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years	\$ 867	\$ 894	\$ 694	\$ 682	\$ 682	\$ 368
Other Expenses:					After 5 years	\$1,189	\$1,190	\$1,190	\$1,169	\$1,169	\$ 638
Transfer Agent	.33%	.39%	.35%	.33%	After 10 years	\$2,097	\$2,363	\$2,363	\$2,513	\$2,513	\$1,409
Other Expenses	.08%	.08%	.08%	.08%							
Total Other Expenses	.41%	.47%	.43%	.41%							
Total Fund Operating Expenses (a)	1.46%	2.22%	2.18%	1.16%							

Operating Expenses					Examples						
AllianceBernstein Large Cap Growth Fund											Advisor
	Class A	Class B	Class C	Advisor Class		Class A	Class B+	Class B++	Class C+	Class C++	Class
Management Fees	.72%	.72%	.72%	.72%	After 1 year	\$ 568	\$ 626	\$ 226	\$ 322	\$ 222	\$ 117
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years	\$ 870	\$ 897	\$ 697	\$ 685	\$ 685	\$ 365
Other Expenses:					After 5 years	\$1,194	\$1,195	\$1,195	\$1,175	\$1,175	\$ 633
Transfer Agent	.37%	.42%	.39%	.36%	After 10 years	\$2,108	\$2,373	\$2,373	\$2,524	\$2,524	\$1,398
Other Expenses	.08%	.09%	.08%	.07%							
Total Other Expenses	.45%	.51%	.47%	.43%							
Total Fund Operating Expenses (a)	1.47%	2.23%	2.19%	1.15%							
AllianceBernstein Mid-Cap Growth Fund											Advisor
	Class A	Class B	Class C	Advisor Class		Class A	Class B+	Class B++	Class C+	Class C++	Class
Management Fees	.71%	.71%	.71%	.71%	After 1 year	\$ 544	\$ 605	\$ 205	\$ 302	\$ 202	\$ 100
Distribution and/or Service (12b-1) Fees	.23%	1.00%	1.00%	None	After 3 years	\$ 796	\$ 834	\$ 634	\$ 624	\$ 624	\$ 312
Other Expenses:					After 5 years	\$1,067	\$1,088	\$1,088	\$1,073	\$1,073	\$ 542
Transfer Agent	.18%	.22%	.19%	.17%	After 10 years	\$1,840	\$2,142	\$2,142	\$2,317	\$2,317	\$1,201
Other Expenses	.10%	.09%	.09%	.10%							
Total Other Expenses	.28%	.31%	.28%	.27%							
Total Fund Operating Expenses (a)	1.22%	2.02%	1.99%	.98%							
AllianceBernstein Small Cap Growth Portfolio											Advisor
	Class A	Class B	Class C	Advisor Class		Class A	Class B+	Class B++	Class C+	Class C++	Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 581	\$ 644	\$ 244	\$ 339	\$ 239	\$ 135
Distribution and/or Service (12b-1) Fees	.27%	1.00%	1.00%	None	After 3 years	\$ 908	\$ 951	\$ 751	\$ 736	\$ 736	\$ 421
Other Expenses:					After 5 years	\$1,259	\$1,285	\$1,285	\$1,260	\$1,260	\$ 729
Transfer Agent	.38%	.46%	.41%	.38%	After 10 years	\$2,244	\$2,548	\$2,548	\$2,696	\$2,696	\$1,601
Other Expenses	.20%	.20%	.20%	.20%							
Total Other Expenses	.58%	.66%	.61%	.58%							
Total Fund Operating Expenses (a)	1.60%	2.41%	2.36%	1.33%							
AllianceBernstein Global Research Growth Fund											Advisor
	Class A	Class B	Class C	Advisor Class		Class A	Class B+	Class B++	Class C+	Class C++	Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 571	\$ 623	\$ 223	\$ 323	\$ 223	\$ 122
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years*	\$ 959	\$ 966	\$ 766	\$ 764	\$ 764	\$ 459
Other Expenses:					After 5 years*	\$1,372	\$1,336	\$1,336	\$1,332	\$1,332	\$ 820
Transfer Agent	.09%	.10%	.09%	.08%	After 10 years*	\$2,522	\$2,720	\$2,720	\$2,877	\$2,877	\$1,836
Other Expenses	.76%	.73%	.73%	.74%							
Total Other Expenses	.85%	.83%	.82%	.82%							
Total Fund Operating Expenses (a)	1.90%	2.58%	2.57%	1.57%							
Waiver and/or Expense Reimbursement (b)	(.40)%	(.38)%	(.37)%	(.37)%							
Net Expenses	1.50%	2.20%	2.20%	1.20%							

Please refer to the footnotes on page 28.

Operating Expenses					Examples							
AllianceBernstein International Research Growth Fund							Class A	Class B+	Class B++	Class C+	Class C++	Advisor Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 586	\$ 638	\$ 238	\$ 338	\$ 238	\$ 137	
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years *	\$ 935	\$ 954	\$ 754	\$ 748	\$ 748	\$ 440	
Other Expenses:					After 5 years *	\$1,308	\$1,297	\$1,297	\$1,284	\$1,284	\$ 765	
Transfer Agent	.34%	.39%	.35%	.34%	After 10 years *	\$2,354	\$2,596	\$2,596	\$2,751	\$2,751	\$1,686	
Other Expenses	.32%	.31%	.32%	.32%								
Total Other Expenses	.66%	.70%	.67%	.66%								
Total Fund Operating Expenses (a)	1.71%	2.45%	2.42%	1.41%								
Waiver and/or Expense Reimbursement (b)	(.06)%	(.10)%	(.07)%	(.06)%								
Net Expenses	1.65%	2.35%	2.35%	1.35%								
AllianceBernstein International Growth Fund							Class A	Class B+	Class B++	Class C+	Class C++	Advisor Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 563	\$ 619	\$ 219	\$ 316	\$ 216	\$ 115	
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years	\$ 855	\$ 876	\$ 676	\$ 667	\$ 667	\$ 359	
Other Expenses:					After 5 years	\$1,168	\$1,159	\$1,159	\$1,144	\$1,144	\$ 622	
Transfer Agent	.16%	.20%	.17%	.17%	After 10 years	\$2,055	\$2,305	\$2,305	\$2,462	\$2,462	\$1,375	
Other Expenses	.21%	.21%	.21%	.21%								
Total Other Expenses	.37%	.41%	.38%	.38%								
Total Fund Operating Expenses (a)	1.42%	2.16%	2.13%	1.13%								
AllianceBernstein Global Technology Fund							Class A	Class B+	Class B++	Class C+	Class C++	Advisor Class
Management Fees	.73%	.73%	.73%	.73%	After 1 year	\$ 579	\$ 639	\$ 239	\$ 334	\$ 234	\$ 130	
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years	\$ 903	\$ 936	\$ 736	\$ 721	\$ 721	\$ 406	
Other Expenses:					After 5 years	\$1,249	\$1,260	\$1,260	\$1,235	\$1,235	\$ 702	
Transfer Agent	.46%	.53%	.48%	.45%	After 10 years	\$2,223	\$2,701	\$2,701	\$2,646	\$2,646	\$1,545	
Other Expenses	.09%	.10%	.10%	.10%								
Total Other Expenses	.55%	.63%	.58%	.55%								
Total Fund Operating Expenses (a)	1.58%	2.36%	2.31%	1.28%								
AllianceBernstein Global Health Care Fund							Class A	Class B+	Class B++	Class C+	Class C++	Advisor Class
Management Fees	.75%	.75%	.75%	.75%	After 1 year	\$ 593	\$ 651	\$ 251	\$ 348	\$ 248	\$ 146	
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None	After 3 years	\$ 947	\$ 973	\$ 773	\$ 764	\$ 764	\$ 452	
Other Expenses:					After 5 years	\$1,324	\$1,321	\$1,321	\$1,306	\$1,306	\$ 782	
Transfer Agent	.34%	.39%	.36%	.34%	After 10 years	\$2,379	\$2,632	\$2,632	\$2,786	\$2,786	\$1,713	
Other Expenses	.34%	.34%	.34%	.34%								
Total Other Expenses	.68%	.73%	.70%	.68%								
Total Fund Operating Expenses (a)	1.73%	2.48%	2.45%	1.43%								

- + Assumes redemption at the end of period and, with respect to shares held for 10 years, conversion of Class B shares to Class A shares after eight years.  
 ++ Assumes no redemption at end of period and, with respect to shares held for 10 years, conversion of Class B shares to Class A shares after eight years.  
 \* These examples assume that the Adviser's agreement to waive management fees and/or bear Fund expenses is not extended beyond its initial period.  
 (a) Does not reflect expenses attributable to costs of proxy solicitation that occurred in fiscal year 2006.  
 (b) Reflects the Adviser's contractual waiver of a portion of its advisory fee and/or reimbursement of a portion of the Fund's operating expenses. This waiver extends through the Fund's current fiscal year and may be extended by the Adviser for additional one-year terms.

# **EXHIBIT 6**

**Implied Account Values and Expenses for Class A, B, and C Shares of the  
Alliance Bernstein Growth Fund Pursuant to the November 1, 2006 Prospectus**

<b>End of Year</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10*</b>
<b>Best Share</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>C</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
<b>Worst Share</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>B</b>	<b>C</b>	<b>C</b>
<b>Class A</b>										
<b>Account Value, Held or Redeemed</b>	<b>\$9,908</b>	<b>\$10,252</b>	<b>\$10,608</b>	<b>\$10,977</b>	<b>\$11,359</b>	<b>\$11,753</b>	<b>\$12,162</b>	<b>\$12,585</b>	<b>\$13,022</b>	<b>\$13,475</b>
<b>Total Expense</b>	<b>\$567</b>	<b>\$715</b>	<b>\$867</b>	<b>\$1,025</b>	<b>\$1,189</b>	<b>\$1,358</b>	<b>\$1,532</b>	<b>\$1,713</b>	<b>\$1,901</b>	<b>\$2,094</b>
<b>Class B</b>										
<b>Account Value, Held</b>	<b>\$10,269</b>	<b>\$10,545</b>	<b>\$10,829</b>	<b>\$11,121</b>	<b>\$11,420</b>	<b>\$11,727</b>	<b>\$12,043</b>	<b>\$12,367</b>	<b>\$12,797</b>	<b>\$13,241</b>
<b>Total Expense, Held</b>	<b>\$225</b>	<b>\$457</b>	<b>\$694</b>	<b>\$939</b>	<b>\$1,189</b>	<b>\$1,446</b>	<b>\$1,711</b>	<b>\$1,982</b>	<b>\$2,166</b>	<b>\$2,357</b>
<b>Value, Redeemed</b>	<b>\$9,869</b>	<b>\$10,245</b>	<b>\$10,629</b>	<b>\$11,021</b>	<b>\$11,420</b>	<b>\$11,727</b>	<b>\$12,043</b>	<b>\$12,367</b>	<b>\$12,797</b>	<b>\$13,241</b>
<b>Expense, Redeemed</b>	<b>\$624</b>	<b>\$757</b>	<b>\$894</b>	<b>\$1,039</b>	<b>\$1,189</b>	<b>\$1,446</b>	<b>\$1,711</b>	<b>\$1,982</b>	<b>\$2,166</b>	<b>\$2,357</b>
<b>Class C</b>										
<b>Account Value, Held</b>	<b>\$10,273</b>	<b>\$10,554</b>	<b>\$10,842</b>	<b>\$11,138</b>	<b>\$11,442</b>	<b>\$11,755</b>	<b>\$12,076</b>	<b>\$12,406</b>	<b>\$12,745</b>	<b>\$13,093</b>
<b>Total Expense, Held</b>	<b>\$221</b>	<b>\$449</b>	<b>\$683</b>	<b>\$923</b>	<b>\$1,169</b>	<b>\$1,423</b>	<b>\$1,683</b>	<b>\$1,950</b>	<b>\$2,225</b>	<b>\$2,507</b>
<b>Value, Redeemed</b>	<b>\$10,173</b>	<b>\$10,554</b>	<b>\$10,842</b>	<b>\$11,138</b>	<b>\$11,442</b>	<b>\$11,755</b>	<b>\$12,076</b>	<b>\$12,405</b>	<b>\$2,7448</b>	<b>\$13,092</b>
<b>Expense, Redeemed</b>	<b>\$321</b>	<b>\$449</b>	<b>\$683</b>	<b>\$923</b>	<b>\$1,169</b>	<b>\$1,423</b>	<b>\$1,683</b>	<b>\$1,951</b>	<b>\$2,225</b>	<b>\$2,508</b>

\* This table shows that class A shares had the highest account value out of A, B and C shares after six years. Thus, the fees and expenses section of the Alliance Bernstein Growth Fund prospectus properly implies that, over the long-term, class A shares are the least expensive and represent the best investment, in terms of account value, for trades under \$50,000.



# **EXHIBIT 7**

- if the proceeds of the redemption are invested directly in a CollegeBound*fund* account; or
- if the redemption is necessary to meet a plan participant's or beneficiary's request for a distribution or loan from a group retirement plan or to accommodate a plan participant's or beneficiary's direction to reallocate his or her plan account among other investment alternatives available under a group retirement plan.

### **Dividend Reinvestment Program**

Shareholders may elect to have all income and capital gains distributions from their account paid to them in the form of additional shares of the same class of a Fund under the Fund's Dividend Reinvestment Program. There is no initial sales charge or CDSC imposed on shares issued pursuant to the Dividend Reinvestment Program.

### **Dividend Direction Plan**

A shareholder who already maintains accounts in more than one AllianceBernstein Mutual Fund may direct the automatic investment of income dividends and/or capital gains by one Fund, in any amount, without the payment of any sales charges, in shares of the same class of one or more other AllianceBernstein Mutual Fund(s).

### **Automatic Investment Program**

The Automatic Investment Program allows investors to purchase shares of a Fund through pre-authorized transfers of funds from the investor's bank account. Under the Automatic Investment Program, an investor may (i) make an initial purchase of at least \$2,500 and invest at least \$50 monthly or (ii) make an initial purchase of less than \$2,500 and commit to a monthly investment of \$200 or more until the investor's account balance is \$2,500 or more. Shareholders who committed to monthly investments of \$25 or more through the Automatic Investment Program by October 15, 2004 will be able to continue their program despite the \$50 monthly minimum discussed above. Please see a Fund's SAI for more details.

### **Reinstatement Privilege**

A shareholder who has redeemed all or any portion of his or her Class A or Class B shares may reinvest all or any portion of the proceeds from the redemption in Class A shares of any AllianceBernstein Mutual Fund at NAV without any sales charge, if the reinvestment is made within 120 calendar days after the redemption date, and, for Class B shares, a CDSC has been paid and ABI has approved, at its discretion, the reinstatement of the shares.

### **Systematic Withdrawal Plan**

The Funds offer a systematic withdrawal plan that permits the redemption of Class A, Class B or Class C shares without payment of a CDSC. Under this plan, redemptions equal to 1% a month, 2% every two months or 3% a quarter of the value of a Fund account would be free of a CDSC. Shares would be redeemed so that Class B shares not subject to a CDSC (such as shares acquired with reinvested

dividends or distributions) would be redeemed first and Class B shares that are held the longest would be redeemed next. For Class A and Class C shares, shares held the longest would be redeemed first.

### **THE "PROS" AND "CONS" OF DIFFERENT SHARE CLASSES**

The decision as to which class of shares is most beneficial to you depends on the amount and intended length of your investment. If you are making a large investment that qualifies for a reduced sales charge, you might consider purchasing Class A shares. Class A shares, with their lower 12b-1 fees, are designed for investors with a long-term investing time frame.

Although investors in Class B shares do not pay an initial sales charge, Class B shares can be more costly than Class A shares over the long run due to their substantially higher 12b-1 fees. Class B shares redeemed within four years of purchase are also subject to a CDSC. Class B shares are designed for investors with an intermediate-term investing time frame.

Class C shares should not be considered as a long-term investment because they do not convert to Class A shares and are subject to a higher distribution fee indefinitely. Class C shares do not, however, have an initial sales charge or a CDSC so long as the shares are held for one year or more. Class C shares are designed for investors with a short-term investing time frame.

Your financial intermediary may receive differing compensation for selling Class A, Class B or Class C shares. See "Payments to Financial Advisors and their Firms" below.

### **Other**

A transaction, service, administrative or other similar fee may be charged by your broker-dealer, agent or other financial intermediary, with respect to the purchase, sale or exchange of Class A, Class B, Class C or Advisor Class shares made through your financial advisor. The financial intermediaries or your fee-based program also may impose requirements on the purchase, sale or exchange of shares that are different from, or in addition to, those imposed by the Funds, including requirements as to the minimum initial and subsequent investment amounts.

**You should consult your financial advisor for assistance in choosing a class of Fund shares.**

### **PAYMENTS TO FINANCIAL ADVISORS AND THEIR FIRMS**

Financial intermediaries market and sell shares of the Funds. These financial intermediaries employ financial advisors and receive compensation for selling shares of the Funds. This compensation is paid from various sources, including any sales charge, CDSC and/or Rule 12b-1 fee that you or the Funds may pay. Your individual financial advisor may receive some or all of the amounts paid to the financial intermediary that employs him or her.

**What is a Financial Intermediary?**

A financial intermediary is a firm that receives compensation for selling shares of the Funds offered in this Prospectus and/or provides services to the Funds' shareholders. Financial intermediaries may include, among others, your broker, your financial planner or advisor, banks and insurance companies. Financial intermediaries employ financial advisors who deal with you and other investors on an individual basis.

In the case of Class A shares, all or a portion of the initial sales charge that you pay may be paid by ABI to financial intermediaries selling Class A shares. ABI may also pay these financial intermediaries a fee of up to 1% on purchases of \$1,000,000 or more or for AllianceBernstein Link, AllianceBernstein SIMPLE IRA plans with more than \$250,000 in assets or for purchases made by certain other retirement plans. Additionally, up to 100% of the Rule 12b-1 fees applicable to Class A shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class A shares.

In the case of Class B shares, ABI may pay, at the time of your purchase, a commission to financial intermediaries selling Class B shares in an amount equal to 4% of your investment. Additionally, up to 30% of the Rule 12b-1 fees applicable to Class B shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class B shares.

In the case of Class C shares, ABI may pay, at the time of your purchase, a commission to firms selling Class C shares in an amount equal to 1% of your investment. Additionally, up to 100% of the Rule 12b-1 fee applicable to Class C shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class C shares.

In the case of Advisor Class shares, your financial advisor may charge ongoing fees or transactional fees.

Your financial advisor's firm receives compensation from the Funds, ABI and/or the Adviser in several ways from various sources, which include some or all of the following:

- upfront sales commissions
- 12b-1 fees
- additional distribution support
- defrayal of costs for educational seminars and training
- payments related to providing shareholder record-keeping and/or transfer agency services

Please read the Prospectus carefully for information on this compensation.

**Other Payments for Distribution Services and Educational Support**

In addition to the commissions paid to financial intermediaries at the time of sale and the fees described under "Asset-Based Sales Charges or Distribution and/or Service (Rule 12b-1) Fees," some or all of which may be paid to financial intermediaries (and, in turn, to your financial advisor), ABI, at its expense, currently provides additional payments to firms that sell shares of the AllianceBernstein Mutual Funds. Although the individual components may be higher and the total amount of payments made to each qualifying firm in any given year may vary, the total amount paid to a financial intermediary in connection with the sale of shares of the AllianceBernstein Mutual Funds will generally not exceed the sum of (a) 0.25% of the current year's fund sales by that firm and (b) 0.10% of average daily net assets attributable to that firm over the year. These sums include payments to reimburse directly or indirectly the costs incurred by these firms and their employees in connection with educational seminars and training efforts about the AllianceBernstein Mutual Funds for the firms' employees and/or their clients and potential clients. The costs and expenses associated with these efforts may include travel, lodging, entertainment and meals. ABI may pay a portion of "ticket" or other transactional charges.

For 2006, ABI's additional payments to these firms for distribution services and educational support related to the AllianceBernstein Mutual Funds is expected to be approximately 0.04% of the average monthly assets of the AllianceBernstein Mutual Funds, or approximately \$18,000,000. In 2005, ABI paid approximately 0.04% of the average monthly assets of the AllianceBernstein Mutual Funds or approximately \$18,000,000 for distribution services and educational support related to the AllianceBernstein Mutual Funds.

A number of factors are considered in determining the additional payments, including each firm's AllianceBernstein Mutual Fund sales, assets and redemption rates, and the willingness and ability of the firm to give ABI access to its financial advisors for educational and marketing purposes. In some cases, firms will include the AllianceBernstein Mutual Funds on a "preferred list." ABI's goal is to make the financial advisors who interact with current and prospective investors and shareholders more knowledgeable about the AllianceBernstein Mutual Funds so that they can provide suitable information and advice about the funds and related investor services.

The Funds and ABI also make payments for recordkeeping and other transfer agency services to financial intermediaries that sell AllianceBernstein Mutual Fund shares. Please see "Management of the Funds—Transfer Agency and Retirement Plan Services" below. These expenses paid by the Funds are included in "Other Expenses" under "Fees and Expenses of the Funds—Annual Fund Operating Expenses" above.

# **EXHIBIT 8**

**Performance Table.** This table shows how the average annual total returns of each class of the fund, before the deduction of taxes (“Returns Before Taxes”), compare to a broad measure of market performance, and assumes the deduction of the maximum applicable sales loads (initial sales charge and/or contingent deferred sales charge (CDSC), as applicable), and the reinvestment of distributions. In addition, for Class A shares, this table shows Class A average annual total returns:

- after the deduction of taxes on distributions made on Class A shares, such as capital gains and income distributions (“Class A Shares’ Return After Taxes on Distributions”), and

- after the deduction of taxes on both distributions made on Class A shares and on redemption of Class A shares, assuming that the shares are redeemed at the end of the periods for which returns are shown ("Class A Shares' Return After Taxes on Distributions and Sale of Class A Shares").

**Average Annual Total Returns (for the Periods Ended December 31, 2007)**

<b>Share Class</b>	<b>1 Year</b>	<b>5 Years<sup>^</sup></b>	<b>10 Years<sup>^</sup></b>
<b>Returns Before Taxes</b>			
<b>B</b> Shares, with CDSC (Declining over Six Years from 4% to 0%)	6.69%	9.83%	4.28%
<b>C</b> Shares, with CDSC (1% for 12 Months)	9.75%	10.12%	4.28%
<b>I</b> Shares, at Net Asset Value	11.86%	11.23%	5.34%
<b>529A</b> Shares, With Initial Sales Charge (5.75%)	4.77%	9.24%	4.19%
<b>529B</b> Shares, with CDSC (Declining over Six Years from 4% to 0%)	6.48%	9.59%	4.15%
<b>529C</b> Shares, with CDSC (1% for 12 Months)	9.53%	9.84%	4.15%
<b>R</b> Shares, at Net Asset Value	11.34%	10.75%	4.92%
<b>R1</b> Shares, at Net Asset Value	10.65%	10.03%	4.24%
<b>R2</b> Shares, at Net Asset Value	11.01%	10.26%	4.35%
<b>R3</b> Shares, at Net Asset Value	11.16%	10.42%	4.43%
<b>R4</b> Shares, at Net Asset Value	11.43%	10.82%	4.96%
<b>R5</b> Shares, at Net Asset Value	11.80%	11.02%	5.05%
<b>A</b> Shares, With Initial Sales Charge (5.75%)	5.09%	9.55%	4.35%
<b>Returns After Taxes (Class A Shares Only)</b>			
<b>A</b> Shares' Return After Taxes on Distributions, with Initial Sales Charge (5.75%)	5.03%	9.52%	3.74%
<b>A</b> Shares' Return After Taxes on Distributions and Sale of Class A Shares, with Initial Sales Charge (5.75%)	3.38%	8.31%	3.57%
<b>Benchmark Comparisons (Returns Before Taxes)</b>			
Russell 1000 Growth Index*†	11.81%	12.11%	3.83%

<sup>^</sup> A portion of each of the returns includes proceeds received by the fund from unrelated non-recurring events (see "Financial Highlights").

\* The Russell 1000 Growth Index is constructed to provide a comprehensive barometer for growth securities in the large-cap segment of the U.S. equity universe. Companies in this index generally have higher price-to-book ratios and higher forecasted growth values.

† Source: FactSet Research Systems Inc.

All performance results reflect any applicable fee and expense waivers in effect during the periods shown; without these, the results would have been lower.